



September 27, 2023

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
**Mumbai - 400001**

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, Block G  
Bandra-Kurla Complex, Bandra (East)  
**Mumbai- 400051**

**Scrip Code: 532662**

**Trading Symbol: HTMEDIA**

**Sub: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting Results of 21<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2023 and Scrutinizer’s Report thereon**

Dear Sir/Ma’am,

This is to inform that the 21<sup>st</sup> Annual General Meeting (‘AGM’) of Members of HT Media Limited was held on Wednesday, September 27, 2023 at 11:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) in accordance with the Circulars issued by Ministry of Corporate Affairs (‘MCA’), Securities and Exchange Board of India (‘SEBI’) and applicable provisions of the Companies Act, 2013 (‘the Act’) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’).

As per the requirements of the Act, SEBI Listing Regulations and the relevant Circulars issued by the MCA, the Company had provided remote e-voting facility and e-voting at the AGM (‘venue voting’) to its Members for voting on the business transacted at the AGM.

In the above connection and pursuant to Regulation 44(3) of SEBI listing Regulations, please find enclosed herewith summary of voting results (*i.e. remote e-voting and venue voting*), along with Consolidated Scrutinizer’s Report issued by Mr. Sanket Jain, (*Scrutinizer appointed for the AGM*), dated September 27, 2023, pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Further, we wish to inform that at the aforesaid AGM, Members of the Company have approved the following business as set forth in the notice convening the AGM, with requisite majority -

1. Consideration and adoption of:

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the report of the Board of Directors and Auditors thereon;



and

- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon.
2. Appointment of Shri Praveen Someshwar (DIN: 01802656), as a Director, who retires by rotation, and being eligible, offers himself for re-appointment
  3. Re-appointment of Smt. Shobhana Bhartia (DIN: 00020648) as Chairperson and Editorial Director of the Company and approval of remuneration
  4. Re-appointment of Shri Praveen Someshwar (DIN: 01802656) as Managing Director & Chief Executive Officer of the Company and approval of remuneration
  5. Ratification of remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of FM Radio Business of the Company

The voting results along with the Scrutinizer's Report will be available on the Company's website at [www.htmedia.in](http://www.htmedia.in) and is also being made available on the website of the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are hereby requested to take the above information on record.

Thanking you,

Yours faithfully,

For **HT Media Limited**

**(Manhar Kapoor)**  
**Group General Counsel & Company Secretary**

**Encl.: As above**

**SUMMARY OF VOTING RESULTS OF 21<sup>st</sup> AGM HELD THROUGH VIDEO CONFERENCING**

**Date of declaration of result- September 27, 2023**

<b>Name of the Company</b>	HT Media Limited	
<b>Date of AGM/EGM</b> <b>Last date of receiving Postal Ballot Form/E-voting</b>	27 <sup>th</sup> September, 2023	
<b>Total number of shareholders as on the cut-off date (i.e. September 20, 2023)</b>	62,661	
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	<b>Promoters and Promoter Group</b>	<b>Public</b>
	Not Applicable	
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	<b>Promoters and Promoter Group</b>	<b>Public</b>
	1	342

<b>ITEM NO.</b>	1
<b>Details of Agenda:</b>	Consideration and adoption of: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon
<b>Resolution required:</b>	Ordinary Resolution
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote e-Voting	16,17,77,093	16,17,77,086	100	16,17,77,086	0	100	0
	E-voting at AGM		0	0	0	0	0	0
<b>Public-Institutions</b>	Remote e-Voting	2,52,475	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
<b>Public-Non-Institutions</b>	Remote e-Voting	7,07,18,746	1,43,443	0.2028	1,18,835	24,608	82.8448	17.1552
	E-voting at AGM		1,844	0.0026	1,034	810	56.0738	43.9262
	<b>Total</b>	<b>23,27,48,314</b>	<b>16,19,22,373</b>	<b>69.5697</b>	<b>16,18,96,955</b>	<b>25,418</b>	<b>99.9843</b>	<b>0.0157</b>



*Signature*

<b>ITEM NO.</b>	2
<b>Details of Agenda:</b>	Appointment of Shri Praveen Someshwar (DIN: 01802656), as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.
<b>Resolution required:</b>	Ordinary Resolution
<b>Whether promoter /promoter group are interested in the agenda/ resolution?</b>	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote e-Voting	16,17,77,093	16,17,77,086	100	16,17,77,086	0	100	0
	E-voting at AGM		0	0	0	0	0	0
<b>Public-Institutions</b>	Remote e-Voting	2,52,475	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
<b>Public-Non-Institutions</b>	Remote e-Voting	7,07,18,746	1,42,738	0.2018	1,09,090	33,648	76.4267	23.5733
	E-voting at AGM		1,844	0.0026	1,034	810	56.0738	43.9262
<b>Total</b>		<b>23,27,48,314</b>	<b>16,19,21,668</b>	<b>69.5694</b>	<b>16,18,87,210</b>	<b>34,458</b>	<b>99.9787</b>	<b>0.0213</b>



*Signature*

<b>ITEM NO.</b>	3
<b>Details of Agenda:</b>	Re-appointment of Smt. Shobhana Bhartia (DIN: 00020648) as Chairperson and Editorial Director of the Company and approval of remuneration
<b>Resolution required:</b>	Special Resolution
<b>Whether promoter /promoter group are interested in the agenda/ resolution?</b>	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote e-Voting	16,17,77,093	16,17,77,086	100	16,17,77,086	0	100	0
	E-voting at AGM		0	0	0	0	0	0
<b>Public-Institutions</b>	Remote e-Voting	2,52,475	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
<b>Public-Non-Institutions</b>	Remote e-Voting	7,07,18,746	1,40,988	0.1994	1,09,699	31,289	77.8073	22.1927
	E-voting at AGM		1,844	0.0026	1,034	810	56.0738	43.9262
<b>Total</b>		<b>23,27,48,314</b>	<b>16,19,19,918</b>	<b>69.5687</b>	<b>16,18,87,819</b>	<b>32,099</b>	<b>99.9802</b>	<b>0.0198</b>



*Shobhana*

<b>ITEM NO.</b>	4
<b>Details of Agenda:</b>	Re-appointment of Shri Praveen Someshwar (DIN: 01802656) as Managing Director & Chief Executive Officer of the Company and approval of remuneration
<b>Resolution required:</b>	Special Resolution
<b>Whether promoter /promoter group are interested in the agenda/ resolution?</b>	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote e-Voting	16,17,77,093	16,17,77,086	100	16,17,77,086	0	100	0
	E-voting at AGM		0	0	0	0	0	0
<b>Public-Institutions</b>	Remote e-Voting	2,52,475	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
<b>Public-Non-Institutions</b>	Remote e-Voting	7,07,18,746	1,40,920	0.1993	1,04,771	36,149	74.3479	25.6521
	E-voting at AGM		1,844	0.0026	1,034	810	56.0738	43.9262
<b>Total</b>		<b>23,27,48,314</b>	<b>16,19,19,850</b>	<b>69.5686</b>	<b>16,18,82,891</b>	<b>36,959</b>	<b>99.9772</b>	<b>0.0228</b>



*Signature*

<b>ITEM NO.</b>	5
<b>Details of Agenda:</b>	Ratification of remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants, Cost Auditor of FM Radio Business of the Company
<b>Resolution required:</b>	Ordinary Resolution
<b>Whether promoter /promoter group are interested in the agenda/ resolution?</b>	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	Remote e-Voting	16,17,77,093	16,17,77,086	100	16,17,77,086	0	100	0
	E-voting at AGM		0	0	0	0	0	0
<b>Public-Institutions</b>	Remote e-Voting	2,52,475	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
<b>Public-Non-Institutions</b>	Remote e-Voting	7,07,18,746	1,40,988	0.1994	1,13,550	27,438	80.5388	19.4612
	E-voting at AGM		1,844	0.0026	1,034	810	56.0738	43.9262
<b>Total</b>		<b>23,27,48,314</b>	<b>16,19,19,918</b>	<b>69.5687</b>	<b>16,18,91,670</b>	<b>28,248</b>	<b>99.9826</b>	<b>0.0174</b>

The aforesaid resolutions as set forth in the notice convening the 21<sup>st</sup> AGM of the Company have been passed with the requisite majority.

Yours faithfully,  
For HT Media Limited




**(Manhar Kapoor)**  
**Group General Counsel & Company Secretary**  
**Membership No.: F5564**  
**HT House, 2<sup>nd</sup> Floor, 18-20**  
**K.G Marg, New Delhi – 110001**

**Date: September 27, 2023**



**CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time]*

To,

**The Chairperson  
HT Media Limited [CIN: L22121DL2002PLC117874]  
Hindustan Times House, 18-20, Kasturba Gandhi Marg,  
New Delhi – 110 001**

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 21<sup>st</sup> Annual General Meeting of HT Media Limited conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time**

1. I, Sanket Jain (Practicing Company Secretary, C.P. No. 12583), have been appointed as the Scrutinizer by the Board of Directors of HT Media Limited ('the Company') vide resolution passed by the Board of Directors of the Company at its meeting held on July 28, 2023 for the purpose of scrutinizing the process of voting through electronic means ('e-voting') on the resolution(s) as set forth in the Notice dated July 28, 2023 ('AGM Notice') calling the 21<sup>st</sup> Annual General Meeting of its Equity Shareholders ('the Meeting/ AGM') through Video Conferencing/ Other Audio Video Means ('VC/ OAVM'), convened on Wednesday, 27<sup>th</sup> day of September, 2023 at 11:00 A.M. (IST) through VC/ OAVM in accordance with Circulars bearing no. 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 issued by the Securities and Exchange Board of India ('SEBI Circulars') and in compliance with the provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').
2. The said appointment as Scrutinizer is made in accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ('the Rules'). As Scrutinizer, I have scrutinized:

**SATYARAJ, BEHIND HOTEL CHANDA, CIVIL LINES, JHANSI (U.P.) – 284002**  
**E-mail: [sanketjainco@gmail.com](mailto:sanketjainco@gmail.com), [sanketjaincs@gmail.com](mailto:sanketjaincs@gmail.com)**  
**Contact No.: +91-8874888806, +91-8052244888**





- (i) Process of remote e-voting, before the AGM, using an electronic e-voting system on the dates referred to in the AGM Notice ('remote e-voting'); and
- (ii) Process of e-voting at the AGM ('venue voting')

### **3. Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI Listing Regulations relating to remote e-voting and venue voting on the resolutions set forth in the AGM Notice.

### **4. Scrutinizer's Responsibility**

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and venue voting) is restricted to preparation of Consolidated Scrutinizer's Report of the votes cast on the resolutions set forth in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the Agency engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and/ or NSDL for verification and issuance of this report.

### **5. Dispatch of Notice convening the AGM**

The Company, through Service Provider viz. NSDL, had completed dispatch of the Notice of the Meeting along with Annual Report for FY-23 to Equity Shareholders of the Company on September 04, 2023. The Notice of the Meeting was also made available on the website of the Company viz. [www.htmedia.in](http://www.htmedia.in) and website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)).

The Company had published advertisements in "Mint" (English) and "Hindustan" (Hindi) on September 05, 2023 regarding dispatch of AGM Notice along with Annual Report for FY-23 to shareholders and specifying the date & time of the AGM, availability of the notice on the website of the Company and the website of Stock Exchanges, manner of registration of email ids by the Members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or venue voting etc.

The Company, through Service Provider viz. NSDL, also completed dispatch of Notice of AGM and the Annual Report for FY-23 on September 21, 2023, to the Equity Shareholders of the Company who had acquired shares/registered email ids post the cut-off date.

### **6. Cut-off date**

The Equity Shareholders of the Company as on the 'cut-off' date, as set forth in the AGM Notice, i.e., Wednesday, 20<sup>th</sup> September, 2023 were entitled to vote on the resolutions (item nos. 1 to 5 as set forth in the AGM Notice) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. As on cut-off date, there were 62,661 shareholders of the Company and the total paid-up share capital of the Company was Rs. 46,54,96,628/- (Rupees Forty Six Crores Fifty Four Lakhs Ninety Six Thousand Six Hundred and Twenty Eight only) divided into 23,27,48,314 (Twenty Three Crores Twenty Seven



Lakhs Forty Eight Thousand Three Hundred and Fourteen only) Equity Shares of Rs.2/- each.

#### **7. Remote e-voting process**

- i. The remote e-voting period commenced from 9.00 A.M. (Server time) on 23<sup>rd</sup> September, 2023 (Saturday) and ended at 5.00 P.M. (Server time) on 26<sup>th</sup> September, 2023 (Tuesday) on the designated website URL: <https://evoting.nsdl.com> via e-voting facility-of NSDL.
- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, 20<sup>th</sup> September, 2023 only, were entitled to vote on proposed resolutions (Item Nos. 1 to 5 as set forth in the AGM Notice of the Company) by remote e-voting.
- iii. On 27<sup>th</sup> September, 2023, after the conclusion of the AGM and post counting of Venue voting, event was unblocked by me.

#### **8. E-voting process at the AGM i.e. Venue Voting**

Members who could not cast their vote by remote e-voting, could cast their vote on the e-voting platform during the AGM or within 15 minutes after the conclusion of the AGM.

#### **9. Counting Process**

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under my instructions.
- ii. The e-votes cast were unblocked on Wednesday, 27<sup>th</sup> September, 2023 after the conclusion of the AGM in the presence of two witnesses, who are not in the employment of the Company, viz., Mr. Ashish Gupta and Mr. Pratham Gupta, before they were counted.

**Mr. Ashish Gupta**

**Mr. Pratham Gupta**

- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted 'in favour' or 'against' on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL, i.e., <https://evoting.nsdl.com>
- iv. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company/ NSDL and the authorizations lodged with the Company/ NSDL on test check basis.

#### **10. Outcome of remote e-voting and venue voting**

All the resolutions as set forth in the AGM Notice were passed with requisite majority.

I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and Venue voting on all the resolutions as set forth in the AGM Notice, based on the reports generated by NSDL, scrutinized on test-check basis and relied upon by me as under:



## ORDINARY BUSINESS

### RESOLUTION NO.1 – ORDINARY RESOLUTION

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the Report of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon

#### **I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	590	16,18,95,921	99.9837
(B) Venue voting	14	1,034	0.0006
<b>Total (A+B)</b>	<b>604</b>	<b>16,18,96,955</b>	<b>99.9843</b>

#### **II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	13	24,608	0.0152
(B) Venue voting	1	810	0.0005
<b>Total (A+B)</b>	<b>14</b>	<b>25,418</b>	<b>0.0157</b>

Therefore, the Resolution in Item No.1 has been approved with requisite majority.

### RESOLUTION NO.2 - ORDINARY RESOLUTION

To appoint Shri Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

#### **I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	581	16,18,86,176	99.9781
(B) Venue voting	14	1,034	0.0006
<b>Total (A+B)</b>	<b>595</b>	<b>16,18,87,210</b>	<b>99.9787</b>

#### **II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	19	33,648	0.0208
(B) Venue voting	1	810	0.0005
<b>Total (A+B)</b>	<b>20</b>	<b>34,458</b>	<b>0.0213</b>

Therefore, the Resolution in Item No.2 has been approved with requisite majority.



## SPECIAL BUSINESS

### RESOLUTION NO.3 – SPECIAL RESOLUTION

**Re-appointment of Smt. Shobhana Bhartia (DIN: 00020648) as Chairperson and Editorial Director of the Company and approval of remuneration**

**I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	577	16,18,86,785	99.9796
(B) Venue voting	14	1,034	0.0006
<b>Total (A+B)</b>	<b>591</b>	<b>16,18,87,819</b>	<b>99.9802</b>

**II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	22	31,289	0.0193
(B) Venue voting	1	810	0.0005
<b>Total (A+B)</b>	<b>23</b>	<b>32,099</b>	<b>0.0198</b>

*Therefore, the Resolution in Item No.3 has been approved with requisite majority.*

### RESOLUTION NO.4 – SPECIAL RESOLUTION

**Re-appointment of Shri Praveen Someshwar (DIN: 01802656) as Managing Director & Chief Executive Officer of the Company and approval of remuneration**

**I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	576	16,18,81,857	99.9766
(B) Venue voting	14	1,034	0.0006
<b>Total (A+B)</b>	<b>590</b>	<b>16,18,82,891</b>	<b>99.9772</b>

**II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	22	36,149	0.0223
(B) Venue voting	1	810	0.0005
<b>Total (A+B)</b>	<b>23</b>	<b>36,959</b>	<b>0.0228</b>

*Therefore, the Resolution in Item No.4 has been approved with requisite majority.*



**RESOLUTION NO.5 – ORDINARY RESOLUTION**

**Ratification of remuneration to be paid to M/s. Ramanath Iyer & Co, Cost Accountants,  
Cost Auditor of FM Radio Business of the Company**

**I. Voted in favour of the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	582	16,18,90,636	99.9820
(B) Venue voting	14	1,034	0.0006
<b>Total (A+B)</b>	<b>596</b>	<b>16,18,91,670</b>	<b>99.9826</b>

**II. Voted against the resolution (out of valid votes cast):**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
(A) Remote e-voting	17	27,438	0.0170
(B) Venue voting	1	810	0.0004
<b>Total (A+B)</b>	<b>18</b>	<b>28,248</b>	<b>0.0174</b>

*Therefore, the Resolution in Item No.5 has been approved with requisite majority.*

11. The electronic data and all other relevant records relating to e-voting shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the Minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company.

12. This report is issued in accordance with the terms of the Engagement Letter.

Yours Faithfully,  
For M/s Sanket Jain & Co.  
Company Secretaries  
Firm Registration No. S2013UP231400  
Peer Review No. 2262/2022



Sanket Jain  
(Proprietor)  
ACS: 26531, C.P. No.: 12583  
UDIN: A026531E001098426



**COUNTERSIGNED BY:**  
For HT Media Limited



Countersigned by  
Manhar Kapoor  
(Group General Counsel & Company  
Secretary)  
Authorised by the Chairperson  
M. No.: F5564

Date: 27.09.2023  
Place: New Delhi

Date: 27.09.2023  
Place: New Delhi